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November 9, 2001 OFFICE OF THE
EXECUTIVE SECRETARY

David Waddell, Esq.
Executive Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505

Re: Show Cause Proceeding Against Talk.com, Inc.
Docket No. 01-00216

Dear David:

On November 8, 2001, I received on behalf of Talk.com, Inc. a copy of the Authority's "Order Requiring Talk.com to Appear and Show Cause Why a Cease and Desist Order and/or Fine Should Not Be Imposed." The Order states that Talk.com "shall appear for a Pre-Hearing Conference at the time and date to be set by the Pre-Hearing Officer."

The purpose of this letter is to request that the Hearing Officer telephone the parties prior to setting a date for that pre-hearing conference to insure that the company's out-of-state, corporate representatives and out-of-state attorneys can be in Nashville at that time. During the course of the investigation leading up to the issuance of the Order, Talk.com has met more than once with the TRA staff. Those meetings were not difficult to schedule but did require brief, prior discussions to arrive at mutually convenient dates.

Second, Talk.com understands that, pursuant to the "separation of functions" requirements of the Uniform Administrative Procedures Act, T.C.A. § 4-5-303, any member of the Staff who has been involved as an "investigator, prosecutor or advocate, in this case is no longer eligible to advise agency members about these proceedings. For purposes of discovery and to avoid any unintentional violations of the prohibition against *ex parte* communications, please identify all members of the TRA staff who have been, or will be, acting as investigators, prosecutors, or advocates in this case.

Please call me if you have any questions.

Very truly yours,

BOULT, CUMMINGS, CONNERS & BERRY, PLC

By:


Henry Walker

November 9, 2001

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HW/nl

c: Lyn Questel

TimPhillips, Esq.

Steve Augustino, Esq.